



**Minutes:** BTC Ltd Board Meeting

**Meeting Date:** **Wednesday 29<sup>th</sup> March 2023**





**Location:** **Zoom**

**Time:** **10:00-12:30**









**Attendees:** Meeting Chair: T Nicholls (CEO)  
 Independent Non-Executive Director (Voting): T Humphries  
 Non-Executive Directors (Voting): L Heyes, M Prewett  
 Executive Directors (Non-Voting): K Beddows, K Walton

**Apologies:** M Brunger; R Sergiew, D Oliver and K Walton did not receive invitations and agendas

**Guests:** None

| No  | Meeting Notes and Agreed Actions   | Lead             | Due Date                           | Supporting Documents  |
|---|--|------------------|------------------------------------|---|
| <b>WELCOME AND INTRODUCTIONS</b>                      |  |                  |                                    |   |
| 65  | The Meeting Chair advised of apologies received. KW reported that he, D Oliver and R Sergiew had not received the meeting invitation.<br><br><b>Action: It was agreed</b> that meeting invitations would require a response or follow-up to ensure all Directors are aware.<br><br>The Meeting Chair confirmed that the meeting was quorate and could proceed. | Chair            |                                    | <br>BTC Ltd Board<br>290323 Attendance list  |
| <b>Declarations of Interest and Conflicts Arising</b> |  |                  |                                    |   |
| 66  | To comply with the new Code of Governance, all current Directors are requested to read the updated Board Code of Conduct, Declarations of Interests and Good Character.<br><br><b>Action:</b> All current Directors are requested to complete and return the appended Declarations to populate the Register of Directors’ and Officers’ Interests.             | Chair<br><br>ALL | Fri 28 <sup>th</sup> April<br>2023 | <br>4.6 BTC Ltd<br>Declaration of Interests<br><br> <br>4.4 BTC Ltd Board      2.10 BTC Ltd<br>Code of Conduct Feb Declaration of Good Character |



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| <b>Minutes of Last Meeting</b> |   |       |   |
| 67                             | Minutes of the BTC Ltd Board Meeting held on 19 <sup>th</sup> October 2022 were checked for content and accuracy and were <b><u>unanimously approved</u></b> .  | Chair | <br>BTC Ltd Minutes<br>191022.pdf  |
| <b>ACTION TRACKER</b>          |   |       |   |
| 68                             | All actions arising from the last minutes are covered in later agenda items. This item will be populated, going forward, with on-going actions for tracking.  | CEO   |   |
| <b>GOVERNANCE</b>              |   |       |   |
| 69                             | <b>National Code of Governance 2021</b><br>Standing items and order of the agenda are slightly amended to reflect the Board's compliance to the National Code of Governance for transparency and accountability.  | CEO   | <br>A%20Code%20for%20Sports%20Governan   |
| <b>69.1</b>                    | <b>Principle 1: Structure</b>   |       |   |
|                                | The CEO advised Directors that BTC Ltd Board policies and procedures were being reviewed and updated to comply with the Code and, after review and discussion, requested approval for the following documents:  |       |   |
| 69.1.1                         | <b><u>The Board approved</u></b> the following policies, as presented: <ul style="list-style-type: none"> <li>• Board Terms of Reference</li> <li>• Board Code of Conduct</li> <li>• Matters Reserved for the Board</li> <li>• BTC Ltd Board Scheme of Delegation</li> </ul>  |       |  1.15 BTC Ltd Board TOR Mar 2023.pdf  4.4 BTC Ltd Board Code of Conduct Feb         |
| 69.1.2                         | <b>Audit and Risk Committee (ARC)</b> , which will address the Business Plan, Health and Safety, Corporate Social Responsibility (CSR) and Environmental Social Governance (ESG). <b><u>The Board approved</u></b> the ARC Terms of Reference.  |       |  1.1 Matters Reserved for the BTC Ltd Board  1.1 BTC Ltd Board Scheme of Delegation |
| 69.1.3                         | <b>Nominations, Governance and Remuneration Committee (NGR)</b> , which will also address Diversity and Inclusion, People, Welfare and Safety, and Safeguarding. <b><u>The Board approved</u></b> the NGR Terms of Reference. Current directors appointed to this committee are T Humphries (Interim Chair), M Brunger, L Heyes, M Prewett and R Sergiew. |       |  1.15 BTC Ltd Audit and Risk Committee T  1.15 BTC Ltd NGR TOR Mar 2023.pdf     |







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| 69.1.4      | <p><b>Action: It was suggested and agreed</b> that L Talbot, with relevant qualifications and experience, be invited to act as Interim Chair of the ARC until an INED is appointed to the role, and M Prewett also be appointed to the ARC with another member to be appointed from the other Nominated Non-Executive Directors.</p> <p><b>Action:</b> CEO to send ARC and NGR Terms of Reference and NNED Role &amp; Responsibilities be circulated to NNEDs, advising that meetings will be held quarterly, normally prior to the full Board meetings.</p>   | CEO           | Apr 2023 |  |
| <b>69.2</b> | <b>Principle 2: People</b>   |               |          |  |
| 69.2.1      | <p><b>Recruitment of Independent Non-Executive Directors (inc Chair)</b></p> <p>The CEO advised Directors that the vacancy is advertised and that two nominees have been put forward.</p> <p><b>Action: It was agreed</b> that the NGR Committee proceed in line with the Selection and Recruitment policy.</p>  | NGR Committee | May 23   |  |
| 69.2.2      | <p><b>Appointment of Nominated Non-Executive Directors</b></p> <p>The selection and recruitment process undertaken by the NGR Committee had been scrutinised by J Kennedy-Reardon, Chair TOL to support the Board. It was described as robust and recommended that the appointment of the three Nominated Non-Executive Directors be approved by the Board.</p> <p><b>The Board approved</b> the appointments of C Davies, M Maynard and L Talbot as Nominated Non-Executive Directors.</p> <p><b>Action:</b> The NGR Committee will commence their Board Induction training.</p> <p>It was discussed that K Beddows, T Nicholls and K Walton had completed their terms of office as directors and, in line with the BTC Articles of Association and NCoG, they would now be appointed to roles in the Executive Team, attending Board meetings when invited and would not be appointed to the Board in an ex-officio capacity. Expiry dates for other directors (checked on Companies House website), taking into account Covid SE roll-over year and international roles, are M Brunger (exp 310325), L Heyes (exp 011123), T Humphries (exp 310323), M Prewett (exp 011123), R Sergiew (exp 300924), D Oliver (exp 060925).</p> | NGR Committee | Oct 23   |  |

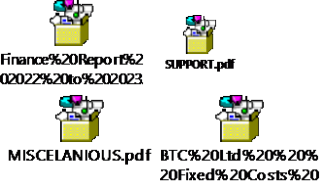


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|        | <p>There was further discussion, considering the possibility of non-TKD people having a majority on the Board, as to whether M Prewett might qualify as an INED at the end of his tenure, subject to due selection and recruitment process, when another UKTA NNED is appointed.</p> <p>The Board reviewed the eligibility criteria as described in the Articles of Association. It was agreed that the Articles be amended so that if a Member Organisation’s membership numbers fall below the threshold, their Board place will be rescinded.</p> <p><b>Action: It was agreed</b> that the Coaching Director would take these matters up with Joanne Kennedy-Reardon, TOL Chair.</p>  | CD | Mid-Apr 2023 |  |
| 69.2.3 | <p><b>Appointment and Contracts for Executive Team:</b></p> <p>As detailed in 69.2.2 above, and upon confirmation of BTC Ltd’s successful bid for Sport England funding in the amount of £405K for the strategy period 2023-27, it was proposed that the Board consider the appointment of the Senior Executive Team.</p> <p>The Board discussed the responsibilities of the Senior Executive Team, with the clarification that BTC Membership Services are engaged to conduct meetings at which all BTC Member Organisations are represented and collect membership, course and insurance fees. There have been reductions in the salaries of the Senior Executive Team, CEO, Financial Director and Coaching Director, reflecting a reduction of £15K, £14K and £10K respectively which, together with other operational savings, reflect savings in the order of some £60K.</p> <p>M Prewett raised a question about the salaries and associated costs of the other three Executive Officers (Safeguarding and two Administration posts (North and South)). These were detailed as £15K, £20K and £10K respectively. One Administration Officer also held the role of BTC Ltd Development Officer at £10Kpa. This role is now defunct. MP highlighted that these costs, together with the Senior Executive Team, account for a total of £130K, ie 37% of BTC’s £350K turnover.</p> <p>The NGR Committee confirmed that INED(s) will be appointed with designated leads with oversight of all aspects of BTC’s business to ensure it is conducted in line with the standards, transparency and accountability required by the NCoG and Sport England System Partner agreement.</p> |    |              |  |






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|             | <p><b>The Board agreed the appointments</b> of T Nicholls as CEO, K Beddows as Finance Director, and K Walton as Coaching Director for the period 2023-27.</p> <p><b>Action:</b> Contracts will be issued detailing their Roles and Responsibilities and their confirming their annual remuneration as £45K, £30K and £10K respectively.</p>   | NGR Committee | Apr 2023 |  |
| 69.2.4      | <p><b>Diversity and Inclusion Plan:</b></p> <p>An updated draft DIAP was presented to the Board for review.</p> <p><b>The Board approved</b> the Diversity and Inclusion Action Plan, accepting the suggested changes to the highlighted sections. Future review and updates now sit with the NGR, for approval by the Board.</p>              | Lead          |          | <br>2.1%20BTC%20Ltd%20DIAP%20Mar%202023   |
| <b>69.3</b> | <b>Principle 3: Communication</b>  |               |          |  |
| 69.3.1      | <p><b>People Plan</b></p> <p>On behalf of Sport England, CIMSPA are leading the NGB Forum for Workforce Governance. A BTC Board representative attends the meetings and provides a report to the Board. An INED will, when appointed, work with the INEC and CEO to produce BTC's People Plan, as detailed in Requirement 3.4 of the NCoG.</p> | Lead          |          | <br>Sporting Governing Bodies Forum Agenda  |
| <b>69.4</b> | <b>Principle 4: Standards and Conduct</b>  |               |          |  |
| 69.4.1      | <p><b>Welfare and Safety</b></p> <p>A Director will be appointed to take a lead in this area of the Board's responsibility, as detailed in Requirement 4.7 of the NCoG.</p>  | Lead          |          |  |
| <b>69.5</b> | <b>Principle 5: Policies and Processes</b>   |               |          |  |
|             | <b>FINANCE</b>   |               |          |  |
| 69.5.1      | <p><b>Finance Reports</b></p> <p>The Financial Director circulated the appended reports to directors prior to the meeting for their review and any questions arising. The FD also highlighted that BTC's end of year is tomorrow, 31<sup>st</sup> March 2023. It was reported that BTC will show</p>   | FD            |          |  Bank Feb 23.pdf  Treasurer%20Account%202022%20to%20 |




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|        | <p>a profit for 2022-23. BTC received additional £30K funding for Governance, which Sport England monitor along with the 2017-21 and Covid roll-over 2021-22 funding.</p> <p>M Prewett enquired about BTC’s Business Plan, future income and budgeted spend. He was reassured that these will be finalised when appointments to the ARC are made and the committee becomes active.</p> <p>The Coaching Director requested an update on BTC’s performance post-Covid. The FD detailed that membership is 35K down on 5 years ago; 15K down in the last year, including TAGB 20K members now, down from 30K. When UKTC left the BTC, we lost 10K members. All this equates to £125K lost income.</p> <p>It was suggested that as BTC has just received confirmation of Sport England 2023-27 funding and NGB status it would be a good time to promote the benefits of NGB membership, detailing our 5 year plan via the BTC website (new page in development) and social media. This timing also coincides with discontent being expressed in Scotland around governance and benefits.</p> <p><b>Action: The Board agreed</b> that this is a priority and supported the CEO in his implementation plan.</p> | CEO           | End May 2023                                |  |
| 69.5.2 | <p><b>Service contracts</b></p> <p>The FD advised the Board that two service contracts are due for renewal:</p> <ol style="list-style-type: none"> <li>GCI (Blue Chip): 14x MS Office licences (£157.92pm) and Internet Security and Cloud storage (£35.29pm). Licences assigned to laptops for TN, KB, KW, CB, AN, TH, MB, MP, DO, standalone Safeguarding PC, Admin offices (x4)</li> <li>Photocopiers, printers (BNP Parabus Leasing): 3 quotations required in line with BTC’s Procurement Policy. Currently quarterly spend: £1740.29.</li> </ol> <p>M Prewett enquired whether it is worth buying a photocopier and printers rather than leasing them, with a service plan included.</p> <p><b>Action: The Board agreed</b> that the CEO should seek quotations from three providers and confirm with the provider offering best value for money and service package.</p> <p><b>Action: The Board agreed</b> to continue with GCI (Blue Chip) in light of their continued value for money and maintenance of internet security and cloud storage.</p>  | CEO<br><br>FD | 18 <sup>th</sup> April 2023<br><br>Apr 2023 |   |




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| <p>69.5.3</p> | <p><b>Policies and Procedures</b></p> <p>Further to discussion and review, <b><u>the Board approved</u></b> the following new and updated documents:</p> <ul style="list-style-type: none"> <li>• BTC Ltd Declaration of Interests Policy</li> <li>• BTC Ltd Declaration of Good Character</li> <li>• BTC Ltd Selection and Recruitment Policy</li> </ul> <p>The Board discussed the BTC Registered Instructor Course, which is due for review and updating for delivery from May 2023. The PVG system, rules around a position of trust and physical contact have changed and the Transgender Policy needs to be reviewed in light of UK Sport, other sports’ and Home Country Sport Organisations’ latest guidance. The CPSU are reviewing their DBS process on 28<sup>th</sup> April, which will have an impact on the BTC DBS policy.</p> <p><b>Action: It was agreed</b> that the FD/BTC Lead Safeguarding Officer convene a Zoom meeting of BTC Tutors to discuss course content and delivery. KB/AN/TH will then update the PowerPoint Presentation and course resources. A face-to-face meeting will then be arranged to present the 2023 course to BTC Tutors to ensure standardised delivery.</p> <p>Concern was expressed about M Dew, South West TAGB, devising his own application form and system for DBS applications for BTC Registered Instructors in the TAGB. All Board members were reminded that a condition of BTC membership, as detailed in the Articles of Association, is that all Member Organisations adopt BTC policies and procedures. BTC is the NGB, no individual Member Organisation. BTC’s status as an NGB relies on our agreed policies and procedures being aligned to the National Code of Sports Governance.</p> <p><b>Action: It was agreed</b> that the CEO, on behalf of the BTC Ltd Board, write to M Dew to clarify the BTC Registered Instructor course application process and the BTC DBS policy and procedures. Only BTC (NGB) forms are acceptable with effect from 1<sup>st</sup> April 2023 (new and renewing instructors) and the BTC Lead Safeguarding Officer <b>MUST</b> receive a copy of every BTC Registered Instructor’s DBS certificate for approval and updating profiles to issue BTC Registered Instructor accreditation. To expedite DBS and Registered Instructor approval and in light of DBS certificates being transferrable, BTC will accept DBS certificates from other Registered Bodies</p> | <p>FD</p> <p>CEO</p> | <p>Apr-May 2023</p> <p>Apr 2023</p> | <div style="display: flex; justify-content: space-around;"> <div style="text-align: center;">  <p>4.6 BTC Ltd<br/>Declaration of Interests</p> </div> <div style="text-align: center;">  <p>2.10 BTC Ltd<br/>Declaration of Good Character</p> </div> </div> <div style="text-align: center; margin-top: 20px;">  <p>BTC Ltd Selection and<br/>Recruitment Policy</p> </div> |
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|                        | but, as previously stated, the BTC Lead Safeguarding Officer must receive a copy of the full certificate.   |        |             |   |
| 69.5.4                 | <p><b>Safeguarding</b></p> <p>The FD, BTC Lead Safeguarding Officer, reported that he will submit BTC’s response to the the NSPCC/CPSU annual review by the end of the month.</p> <p>BTC Lead Safeguarding Officers have recently attended CPSU and ACT joint training, 6hrs over 2 days.</p> <p>The FD/LSO advised the Board that TH and F Brown had been invited, as BTC Tutors, to attend the CPSU Involving Children and Young People training course on 10/11 May 2023, 09:30-12:00. This course is a ‘train the trainer’. TH confirmed availability; the CD would contact Fiona Brown to facilitate her attendance. MP was authorised to ask Carrie King if she can attend if Fiona Brown is not available.</p> | FD/LSO | 31 Mar 2023 |   |
| 69.5.5                 | <p><b>Safeguarding Code in Martial Arts</b></p> <p>The FD/LSO reported that the SGMA process is working but uptake is not significant.</p>  |        |             |   |
| 69.5.6                 | <p><b>UK Anti-Doping</b></p> <p>The CEO advised there are no updates to report.</p>   |        |             |   |
| <b>STRATEGY UPDATE</b> |   |        |             |   |
| 70                     | <p><b>CEO Report</b></p> <p>BTC and BT were successful in their Sport England bids for 2023-27 and are confirmed as Sport England System Partners for funding and NGB status. Q1 payment will be made in April 2023.</p> <p>The FD had circulated the BTC current membership report prior to the meeting, which will be reported to Sport England.</p>  | CEO    |             | <br><b>BTC Membership Report 2022-23.pdf</b> |
| 71                     | <p><b>Joint Project with BT: Reintroduction of TKD to GCSE PE Curriculum</b></p> <p>No updates to report.</p>   | MB     |             |   |





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|           | <b>TOL UPDATE</b>  |                                     |                                     |   |
| 72        | No report given.   | TOL Reps                            |                                     |   |
|           | <b>MEMBERSHIP SERVICES UPDATE</b>  |                                     |                                     |   |
| 73        | The FD/LSO advised the Board that the Lead Safeguarding Champion for BTC Membership Services is D Sutherill.   | FD/LSO                              |                                     |   |
|           | <b>RISK MANAGEMENT</b>   |                                     |                                     |   |
| 74        | The CEO and Governance Lead to review, update and circulate the BTC Risk Register as per Requirement 5.7 of the NCoG. Items for review include funding, BT/Kukkiwon, DBS/Safeguarding processes, BTC Member Organisations' compliance with BTC policies and procedures.  | CEO,<br>Governance<br>Lead          |                                     | <br>BTC%20Ltd%20Risk%<br>20Register%20update |
| <b>75</b> | <b>AOB</b>   |                                     |                                     |   |
| 75.1      | <p><b>Board Re-appointment</b></p> <p>Further to 69.2.2 above, <b>the Board approved</b> the re-appointment of T Humphries for a second 4-year period, 1<sup>st</sup> April 2023 to 30 April 2027.</p> <p><b>Action:</b> A new Contract for Services to be issued.</p> <p><b>Action:</b> CEO to arrange for BTC's Companies House listing of People to be updated.</p>   | <p>NGR<br/>Committee</p> <p>CEO</p> | <p>April 2023</p> <p>April 2023</p> |   |
| 75.2      | <p><b>Kukkiwon</b></p> <p>LH enquired about the outcome of the CEO's recent meeting with Ian Leafe, BT CEO, about Kukkiwon's expressed desire for a single Kukkiwon office in the UK. BT assured no interference with 1<sup>st</sup>-3<sup>rd</sup> Degree promotions. 4<sup>th</sup> Degree+ still need to perform in front of a panel and a video submitted to Kukkiwon for approval. BT have offered BTC members a fee of £15 for candidates and examiners to access the system. This might affect around 15 BTC members per year requiring Kukkiwon approval.</p> <p>UKTDC and ETF have both expressed reservations about membership registration with BT. BT have assured BTC that this will not have an impact beyond Kukkiwon</p> |                                     |                                     |   |



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|                             | <p>certification and that Iran are running the same pilot, which will be reviewed in a year.</p> <p>It was suggested that it might be possible for UKTDC and ETF to submit their videos via Iran.</p> <p><b>Action:</b> The CEO and LH to request a further meeting with Ian Leafe, BT, for further discussion and assurances.</p>  | CEO/LH                       | April 2023 |  |
| 75.3                        | <p>The CD advised the Board that the BTC competition has been deferred to next year (2024).</p> <p><b>Action:</b> It would be beneficial to cross-check BTC Member Organisations' calendars to enable a mutually convenient date to be fixed and to support attendance to all BTC Member Organisations' events.</p> <p>Board members were reminded of the BTC policy that no non-BTC people should participate in BTC Member Organisation events, which should be open to other BTC members, not outsiders.</p>   | All BTC Member Organisations |            |  |
| 75.4                        | <p>LH requested that the Board consider the value of a national BTC Dan certificate, and whether this would be a new source of revenue. The CEO asked whether the certificate be transferrable within BTC Member Organisations. TAGB already recognise other BTC Member Organisations' certification, as do UK ITF. MP was not supportive of such a certificate. The CEO suggested that a BTC club certificate might generate revenue. <b>The Board agreed</b> the introduction of a BTC club certificate.</p> <p><b>Action:</b> The CEO to implement a BTC club certificate.</p> | CEO                          | June 2023  |  |
| <b>DATE OF NEXT MEETING</b> |   |                              |            |  |
| 76                          | To be agreed. Next meeting will welcome the new NNEDs to their new role.  |                              |            |  |



| <b>BTC LTD BOARD ACTIONS TRACKER</b> |   |                         |   |                           |
|--------------------------------------|---|-------------------------|---|---------------------------|
| <b>No</b>                            | <b>Meeting Notes and Agreed Actions</b>   | <b>Lead</b>             | <b>Due Date</b>                             | <b>Reviewed/Completed</b> |
| 65                                   | Meeting invitations require response or follow-up.  | CEO                     | All BTC meetings                            |                           |
| 66                                   | All current Directors are requested to complete and return the appended Declarations to populate the Register of Directors' and Officers' Interests.  | MB, LH, TH, MP, RS, DO  | 28 <sup>th</sup> Apr 2023                   |                           |
| 69.1.4                               | (i) CEO to send ARC and NGR Terms of Reference and NNED Role & Responsibilities be circulated to NNEDs, advising that meetings will be held quarterly, normally prior to the full Board meetings.<br><br>(ii) L Talbot to be invited to take up the role of Interim Chair of the ARC Committee. | CEO, NGR Committee      | Apr 2023                                    |                           |
| 69.2.1                               | NGR Committee to proceed with the selection and recruitment of INEDs, inc INEC.   | NGR Committee           | May 2023                                    |                           |
| 69.2.2                               | (i) The NGR Committee will commence NNED Board Induction training.<br><br>(ii) Coaching Director to discuss the suggested amendments to the BTC Articles of Association with Joanne Kennedy-Reardon, TOL Chair.   | NGR Committee<br><br>CD | Oct 2023<br><br>Apr 2023                    |                           |
| 69.2.3                               | Contracts will be issued detailing the Roles and Responsibilities of the Senior Executive Team and their confirming their annual remuneration as £45K, £30K and £10K respectively.  | NGR Committee           | Apr 2023                                    |                           |
| 69.5.1                               | CEO to arrange for the BTC 5yr Plan and NGB membership benefits to be published on the BTC website and social media.  | CEO                     | End May 2023                                |                           |
| 69.5.2                               | (i) FD to renew GCI (Blue Chip) contract for MS Office licences, internet security and cloud storage.<br><br>(ii) CEO should seek quotations from three providers of photocopiers and printers, and confirm with the provider offering best value for money and service package.                | FD<br><br>CEO           | Apr 2023<br><br>18 <sup>th</sup> April 2023 |                           |



| <b>BTC LTD BOARD ACTIONS TRACKER</b> |   |                          |                              |                           |
|--------------------------------------|---|--------------------------|------------------------------|---------------------------|
| <b>No</b>                            | <b>Meeting Notes and Agreed Actions</b>   | <b>Lead</b>              | <b>Due Date</b>              | <b>Reviewed/Completed</b> |
| 69.5.3                               | (i) FD/LSO to arrange meetings and update of BTC Registered Instructor course.<br>(ii) CEO/FD/CD to write, on behalf of the BTC Ltd Board, to M Dew re BTC Registered Instructor course application and DBS/Safeguarding policy and procedures. | FD/LSO<br><br>CEO/FD/CD  | Apr-May 2023<br><br>Apr 2023 |                           |
| 75.1                                 | (i) A new Contract for Services to be issued for Governance Lead.<br><br>(ii) CEO to arrange for BTC's Companies House listing of People to be updated.   | NGR Committee<br><br>CEO | Apr 2023<br><br>Apr 2023     |                           |
| 75.2                                 | CEO and LH to request a further meeting about Kukkiwon plans with Ian Leafe, BT, for further discussion and assurances.   | CEO, IL                  | Apr 2023                     |                           |
| 75.3                                 | BTC Member Organisations' calendars to be cross-checked to enable a mutually convenient date to be fixed for a BTC competition in 2024, and to support attendance to all BTC Member Organisations' events.                                      | CEO                      | May 2023                     |                           |
| 75.4                                 | The CEO to implement a BTC club certificate.  | CEO                      | June 2023                    |                           |